

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)**

In re:

Prepaid Wireless Group, LLC,¹

Debtor.

(Chapter 11)

Case No. 24-18852 (MCR)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND
DISCLAIMER REGARDING THE DEBTOR'S SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

The above-captioned debtor and debtor-in-possession (the “Debtor”) hereby files its respective Schedules of Assets and Liabilities (the “Schedules”) and Statement of Financial Affairs (the “SOFA” and, with the Schedules, the “Schedules and Statement”) in the United States Bankruptcy Court for the District of Maryland (the “Bankruptcy Court”). The Debtor, with the assistance of its advisors and professionals, prepared the Schedules and Statement in accordance with section 521 of title 11 of chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor’s Schedules and Statements (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, all of the Schedules and Statement.

Unless otherwise noted, the Schedules and Statement have been prepared in accordance with the Debtor’s accounting policies and procedures. While the Debtor’s management and professionals have made every reasonable effort to ensure that the Schedules and Statement are accurate and complete based on the information that was available and reasonably accessible at the time of preparation, the subsequent receipt, discovery, or review of any additional information not used in creation of the Schedules and Statement may result in changes to the financial data and other information contained in such Schedules and Statement, and inadvertent errors or omissions may exist. The Debtor has filed an application seeking the retention of Dundon Advisers LLC (“Dundon”) as its financial advisor. On November 20, 2024, the Court entered an Order approving the Debtor’s application to employ Dundon [Doc. No. 48]. Dundon has begun the process of reviewing and reconciling the Debtor’s financial records, including the Debtor’s balance sheet. Additionally, the Schedules and Statement are unaudited, so there can be no assurance that the information contained therein is complete. Accordingly, the Debtor

¹ The Debtor in this Chapter 11 case and the last four digits of its federal tax identifications is Prepaid Wireless Group, LLC (5159). The Debtor’s principal address is 6100 Executive Boulevard, Suite 202, Rockville, MD 20852.

reserves all rights to amend or supplement the Schedules and Statement in all respects, as may be necessary or appropriate.

1. Reservation of Rights. Nothing contained in the Schedules and Statement or these Global Notes shall constitute a waiver of any of the Debtor's rights or an admission with respect to its chapter 11 case including, but not limited to, any issues involving objections to claims, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of the Bankruptcy Code and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

2. Description of the Case and “As of” Information Date. On October 21, 2024 (the “Petition Date”), the Debtor filed a voluntary petition for relief with the Bankruptcy Court under chapter 11 of the Bankruptcy Code.

The Debtor has presented the income / loss, asset values and liabilities as of the Petition Date. Procedures were, and currently are, in place to clearly delineate pre-and post-petition liabilities.

3. Basis of Presentation. The Schedules and Statement do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) nor are they intended to fully reconcile to the financial statements prepared by the Debtor.

4. Insiders. For purposes of the Schedules and Statement, the Debtor defines “insiders” pursuant to section 101(31) of the Bankruptcy Code as (a) directors, (b) officers, (c) relatives of directors or officers of the Debtor and (d) persons in control of the Debtor. Except as otherwise disclosed, payments to insiders listed in (a) through (d) above are set forth on Attachment 3c to the Debtor’s SOFA.

Persons listed as “insiders” include those officers elected by the board. Board members and owners have been included for informational purposes only and such listing is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved. Further, the Debtor does not take any position with respect to (a) such person’s influence over the control of the Debtor, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

5. Excluded Assets and Liabilities. Liabilities resulting from accruals and/or estimates of long-term liabilities do not represent specific claims as of the Petition Date and are not otherwise set forth in the Schedules and Statement. Additionally, certain deferred charges, accounts or reserves recorded for GAAP reporting purposes only and certain assets with a net book value of zero are not included in the Debtor’s Schedules. Excluded categories of assets and liabilities include accrued expenses . Other immaterial assets and liabilities may also have been excluded.

6. Summary of Significant Reporting Policies. The following is a summary of certain significant reporting policies:

- a. **Current Market Value — Net Book Value.** In many instances, current market valuations are neither maintained by nor readily available to the Debtor. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests that are not maintained or readily available. Accordingly, unless otherwise indicated, the Schedules and Statement reflect the net book values, rather than current market values, of the Debtor's assets as of the Petition Date and may not reflect the net realizable value. For this reason, amounts ultimately realized will vary, at times materially, from net book value.
- b. **Setoffs.** To the extent the Debtor incurred any ordinary course setoffs from customers/vendors such ordinary course setoffs are excluded from the Debtor's Schedules and Statement.
- c. **Credits and Adjustments.** Claims of creditors are listed as the amounts entered on the Debtor's books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtor. The Debtor reserves all of its rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections and/or setoffs with respect to same.

7. Undetermined Amounts. Where a description of an amount is left blank or listed as "unknown," "undetermined," or "to be determined," such response is not intended to reflect upon the materiality of such amount.

8. Estimates. The Debtor was required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and reported revenue and expenses. The Debtor reserves all rights to amend the reported amounts of assets, liabilities, reported revenue and expenses to reflect changes in those estimates and assumptions.

9. Classifications. Listing a claim (a) on Schedule D as "secured," (b) on Schedule E as "priority," (c) on Schedule F as "unsecured priority," or (d) listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtor of the legal rights of any claimant, or a waiver of the Debtor's right to recharacterize or reclassify any claim or contract.

10. Claims Description. Any failure to designate a claim on a given Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtor reserves all rights to dispute, or to assert any offsets or defenses to, any claim reflected on their respective Schedules on any grounds including, without limitation, amount, liability, validity, priority or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Listing a claim does not constitute an admission of liability by the Debtor, and the Debtor reserves the right to amend the Schedules accordingly.

NOTES TO THE DEBTOR'S SCHEDULES

1. Schedule A/B. Despite its reasonable efforts to identify all known assets, the Debtor may not have listed all of its respective causes of action or potential causes of action against third parties as assets in their respective Schedules and Statement, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtor reserves all of its respective rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statement shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

- a. Receivables as of the Petition Date are offset by an overpayment made to the Debtor prior to the Petition Date. As a result, the Schedules and Statements reflect receivables in the amount of \$0.00 as of the Petition Date.
- b. The value of intangible assets held by the Debtor such as the aggregate platform containing over ~144 MVNOs ishas not been determined as of the Petition Date. However, the Debtor's most significant asset is its 100% equity interest in Prepaid Wireless Wholesale, LLC.

2. Schedule D — Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation, agreed order or general order entered by the Bankruptcy Court that is or becomes final, the Debtor and/or its estate reserves its right to dispute or challenge the amount, validity, perfection, priority or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtor's assets in which such creditors may have a lien has been undertaken. Further, the Debtor included the results of searches performed in connection with the Uniform Commercial Code prior to the Petition Date, however, the listing of such results is not nor shall not be deemed an admission as to the validity of any such lien. The Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary. The claims listed in Schedule D include the claim of T-Mobile USA, Inc., which is expressly disputed.

3. Schedule E — Creditors Holding Unsecured Priority Claims. To the extent the Debtor has listed the claims or potential claims of various taxing authorities, such listing of a claim on Schedule E does not constitute an admission by the Debtor that such claim is entitled to priority under Section 507 of the Bankruptcy Code. The Debtor reserves the right to dispute the priority status of any claim on any basis.

4. Schedule F — Creditors Holding Unsecured Nonpriority Claims. Certain creditors listed on Schedule F may owe amounts to the Debtor and, as such, may have valid setoff and recoupment rights with respect to such amounts. The amounts listed on Schedule F do not reflect any such right of setoff or recoupment and the Debtor reserves all rights to challenge any setoff

and/or recoupment rights that may be asserted. The Debtor reserves its right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule F of any Debtor.

In addition, certain claims listed on Schedule F may be entitled to priority under 11 U.S.C. § 503(b)(9).

The Debtor has made its best efforts to include all creditors on Schedule F; however, the Debtor believes there may be instances where vendors have yet to provide proper invoices for prepetition goods or services. While the Debtor maintains general accruals to account for these liabilities in accordance with GAAP, these amounts are estimates and not tracked on a vendor by vendor basis, and as such have not been included on Schedule F.

5. Schedule G — Executory Contracts and Unexpired Leases. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively the “Agreements”), a review of such Agreements is ongoing and inadvertent errors, omissions or over-inclusion may have occurred. The Debtor may have entered into various Agreements in the ordinary course of its business, such as indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements which may not be set forth in Schedule G. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Petition Date or is valid or enforceable. The Agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed on Schedule G.

Any and all of the Debtor’s rights, claims and causes of action with respect to the Agreements listed on Schedule G are hereby reserved and preserved, and as such, the Debtor hereby reserves all of its rights to (i) dispute the validity, status, or enforceability of any Agreements set forth on Schedule G, (ii) dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor’s claim, including, but not limited to, the Agreements listed on Schedule G and (iii) amend or supplement such Schedule as necessary.

NOTES TO THE DEBTOR’S SOFA

1. SOFA 1. Revenue was presented for FY’22, FY’23 and YTD’24 through the Petition Date.

2. SOFA 3 and 23.

Payments to Insiders. On the Statement of Financial Affairs 3c and 23, the Debtor has

included distributions made over the twelve months preceding the filing to any individual deemed an Insider when the Debtor made such payments.

Other Transfers. The Debtor makes transfers between its bank accounts and within its cash management system in the ordinary course of business. These transfers are not included in this section.

3. SOFA 4(a). The Debtor reserves all of its rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtor of any liabilities or that the actions or proceedings were correctly filed against the Debtor or any affiliates of the Debtor. The Debtor also reserves its right to assert that neither the Debtor nor any affiliate of the Debtor is an appropriate party to such actions or proceedings.

4. SOFA 19(d). The information listed in this section is based on the Debtor's best efforts at compiling a comprehensive list. The Debtor may be unaware of certain financial information provided to banks, customers, suppliers, potential investors, rating agencies and various other interested parties in the ordinary course of business.

Neither the Debtor, its agents, nor its attorneys guarantee or warrant the accuracy, the completeness, or correctness of the data that is provided herein or in the Schedules and Statement, and neither is liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communication or delivering the information. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtor and its agents, attorneys and advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtor or its agents, attorneys and advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtor or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtor or its agents, attorneys and advisors are advised of the possibility of such damages.

Fill in this information to identify the case:

Debtor name **Prepaid Wireless Group, LLC**

United States Bankruptcy Court for the: **DISTRICT OF MARYLAND**

Case number (if known) **24-18852**

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 1/01/2024 to Filing Date

Operating a business

\$268,718,318.47

Other _____

For prior year:

From 1/01/2023 to 12/31/2023

Operating a business

\$316,362,869.94

Other _____

For year before that:

From 1/01/2022 to 12/31/2022

Operating a business

\$141,636,593.60

Other _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer

Check all that apply

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer Check all that apply
3.1. See attached SOFA 3 Exhibit			<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See attached SOFA 4 Exhibit			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Describe of the Property	Date	Value of property

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852 None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.** None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.			List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

 None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. See attached SOFA 11 Exhibit			
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

 None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

 None.

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 See attached SOFA 13 Exhibit			
Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

 Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

 No. Go to Part 9. Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?** No. Yes. State the nature of the information collected and retained.**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?** No. Go to Part 10. Yes. Does the debtor serve as plan administrator?**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

 None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

Debtor Prepaid Wireless Group, LLCCase number (*if known*) 24-18852 None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

 None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

 None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders. No. Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law? No. Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material? No. Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Prepaid Wireless Wholesale, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852	Sells wholesale voice, text and data services to MVNOs	EIN: 46-1135430 From-To 07/27/12 - Current

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Date of service From-To
26a.1. John Walden 4761 Carefree Trail Parker, CO 80134-5238	10/22/22 - Current
26a.2. Jerusalem Solomon 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	10/22/22 - Current
26a.3. Heather Washington 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	5/13/24 - Current
26a.4. Jennifer Fink 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	5/15/2023 - 11/18/24
26a.5. Maria Tomko 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	5/15/2023 - Current
26a.6. Tim Newcomb 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	10/22/22 - 11/21/2024
26a.7. Sam Disalvo 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	10/22/22 - Current
26a.8. Sean Cahoon 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	10/22/22 - 1/20/23

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852

Name and address		Date of service From-To
26b.1.	Steve Levine Glass Jacobson / Yount Hyde LH Business Consulting 6 Oak Hill Court Owings Mills, MD 21117	10/22/22 - Current
Name and address		Date of service From-To
26b.2.	CJ Cover LH Business Consulting 1212 York Road, Suite C300 Lutherville Timonium, MD 21093	1/22/24 - Current
Name and address		Date of service From-To
26b.3.	Patrick Joerz Glass Jacobson / Yount Hyde 702 King Farm Blvd, Suite 610 Rockville, MD 20850	10/22/22 - 12/31/23
26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.		
<input type="checkbox"/> None		
Name and address		If any books of account and records are unavailable, explain why
26c.1.	Michael Whalen Dundon Advisers Ten Bank Street, Suite 1100 White Plains, NY 10606	
26c.2.	John Walden Prepaid Wireless Group, LLC 4761 Carefree Trail Parker, CO 80134-5238	
26c.3.	Jerusalem Solomon Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	
26c.4.	Heather Washington Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	
26c.5.	Jennifer Fink Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	
26c.6.	Maria Tomko Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	
26c.7.	Tim Newcomb Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852

Name and address		If any books of account and records are unavailable, explain why
26c.8.	Sam Disalvo Prepaid Wireless Group, LLC 6100 Executive Blvd Suite 202 Rockville, MD 20852-3965	
26c.9.	Brandt Mensh Prepaid Wireless Group, LLC 1 Hall Ave Rehoboth Beach, DE 19971-2512	
26c.10.	Steve Levine LH Business Consulting 6 Oak Hill Court Owings Mills, MD 21117	
26c.11.	CJ Cover LH Business Consulting 1212 York Road, Suite C300 Lutherville Timonium, MD 21093	
26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.		
<input type="checkbox"/> None		
Name and address		
26d.1.	Dundon Advisers Ten Bank Street, Suite 1100 White Plains, NY 10606	
26d.2.	TruConnect P.O. Box 861209 900 N Alameda Los Angeles, CA 90086	
26d.3.	Sinosure / China Brilliant	
26d.4.	Ztech Technology Holding Group Limited	
26d.5.	American Express	
26d.6.	US Cellular Dept. 0205 Palatine, IL 60055-0205	
26d.7.	Steinhart Telecom Law 1725 Windward Concourse Ste 150 Alpharetta, GA 30005	
26d.8.	Inteserra JSI (FAStek) 151 Southhall Lane, Suite 450 Maitland, FL 32751	
26d.9.	L&H Business Consulting, LLC 1212 York Road, Suite C300 Lutherville Timonium, MD 21093	

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852**Name and address**26d.10. **Cristal Credit**26d.11. **Yount Hyde**
702 King Farm Blvd, Suite 610
Rockville, MD 2085026d.12. **Willard Retail / Scheer Partners**
4800 Hampden Lane, Suite 800
Bethesda, MD 2081426d.13. **Wealthspire Advisors**
521 Fifth Avenue, 15th Floor
New York, NY 1017526d.14. **Donohoe Real Estate**
400 C St SW
Washington, DC 2002426d.15. **5020 Nicholson Court LLC c/o MILLER**
120 Woodmont Ave, Suite 160
Bethesda, MD 20814**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No
 Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Brandt Mensh	1 Hall Ave Rehoboth Beach, DE 19971-2512	COO & Class A Membership Interest	10%
Communication Network Services LLC	The Cooperage 2201 Old Court Road Pikesville, MD 21208	Class B Membership Interest	73.0%
David Sellman	12619 Waterspout Court Owings Mills, MD 21117	Class A Membership Interest	2.0%
Jennifer Shappell	9119 Marseille Dr Potomac, MD 20854-2202	Class A Membership Interest	2.0%
John Walden	4761 Carefree Trail Parker, CO 80134-5238	CFO & Class A Membership Interest	2.0%

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852

Name	Address	Position and nature of any interest	% of interest, if any
Nathan Stierwalt	1809 Coachtrail Drive Hebron, KY 41048-9771	Class A Membership Interest	2.0%
Robert Felgar		Class A Membership Interest	2.0%
Steven Levine	6 Oak Hill Court Owings Mills, MD 21117	Class A Membership Interest	2.0%
Stuart Chowning	10753 Sheanshang Rd California, KY 41007-9051	Class A Membership Interest	5.0%
Paul Greene	11565 Old Georgetown Road Rockville, MD 20852	CEO / Manager	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No
 Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 See attached SOFA 4 Exhibit			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No
 Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Prepaid Wireless Group, LLC	EIN: 90-0885159

Debtor Prepaid Wireless Group, LLCCase number (if known) 24-18852**32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

No
 Yes. Identify below.

Name of the pension fund

Employer identification number of the pension fund

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 21, 2024/s/ Paul Greene

Signature of individual signing on behalf of the debtor

Paul Greene

Printed name

Position or relationship to debtor Chief Executive OfficerAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes

SOFA 3 ATTACHMENT

Payments to creditors within 90 days before filing

Creditor's Name	Reason for Payment or Transfer	Address	Payment	
			Date	Amount
3C Interactive (IMImobile US)	Supplier / Vendor	Dept 3412 P.O. Box 123412, Dallas, TX 75312-3412	8/2/2024	\$22,306.14
3C Interactive (IMImobile US)	Supplier / Vendor	Dept 3412 P.O. Box 123412, Dallas, TX 75312-3412	9/5/2024	\$19,843.32
3C Interactive (IMImobile US)	Supplier / Vendor	Dept 3412 P.O. Box 123412, Dallas, TX 75312-3412	10/3/2024	\$18,464.84
3C Interactive (IMImobile US) Total				\$60,614.30
Call Centers India Inc	Supplier / Vendor	701 Fifth Avenue Suite 4200, Seattle, WA 98104	8/2/2024	\$713,859.87
Call Centers India Inc Total				\$713,859.87
Cirries Technologies Inc	Supplier / Vendor	300 N Coit Road Suite 700, Richardson, TX 75080	7/25/2024	\$75,000.00
Cirries Technologies Inc Total				\$75,000.00
Hubspot Inc	Supplier / Vendor	P.O. Box 419842, Boston, MA 02241-9842	9/30/2024	\$22,768.00
Hubspot Inc Total				\$22,768.00
iPass (formally Syntegra)	Supplier / Vendor	1700 W. Irving Park Rd, Chicago, IL 60613	8/6/2024	\$215,763.25
iPass (formally Syntegra) Total				\$215,763.25
J-link	Supplier / Vendor	Unit C, 9/F Winning House No. 72-76, Wing Lok Street Sheung Wan. Hong Kong	8/15/2024	\$71,300.00
J-link Total				\$71,300.00
Lance JM Steinhart PC	Professional Fees	1725 Windward Concourse Ste 150, Alpharetta, GA 30005	8/22/2024	\$100,000.00
Lance JM Steinhart PC Total				\$100,000.00
ShipTech (XW)	Supplier / Vendor	P.O. Box 8233 Carol Stream, IL 60197	7/24/2024	\$5,875.00
ShipTech (XW)	Supplier / Vendor	P.O. Box 8233 Carol Stream, IL 60197	7/25/2024	\$71,913.73
ShipTech (XW)	Supplier / Vendor	P.O. Box 8233 Carol Stream, IL 60197	8/2/2024	\$92,654.65
ShipTech (XW)	Supplier / Vendor	P.O. Box 8233 Carol Stream, IL 60197	8/12/2024	\$12,375.00
ShipTech (XW)	Supplier / Vendor	P.O. Box 8233 Carol Stream, IL 60197	9/24/2024	\$53,280.00
ShipTech (XW) Total				\$236,098.38
SingleHop LLC	Supplier / Vendor	Dept CH 19781, Palatine, IL 60055-9781	7/25/2024	\$8,297.28
SingleHop LLC	Supplier / Vendor	Dept CH 19781, Palatine, IL 60055-9781	9/5/2024	\$14,040.00
SingleHop LLC	Supplier / Vendor	Dept CH 19781, Palatine, IL 60055-9781	10/2/2024	\$14,250.60
SingleHop LLC Total				\$36,587.88
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	7/25/2024	\$112,315.02
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	7/29/2024	\$108,296.34
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	8/2/2024	\$123,131.53
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	8/6/2024	\$93,868.72
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	8/12/2024	\$226,157.35
Speedmark Transportation	Supplier / Vendor	131 N Lively Blvd, Elk Grove Village, IL 60007	10/2/2024	\$147,998.58
Speedmark Transportation Total				\$811,767.54
Syniverse Technologies LLC	Supplier / Vendor	12094 Collections Center Drive, Chicago, IL 60693	8/2/2024	\$20,600.00
Syniverse Technologies LLC	Supplier / Vendor	12094 Collections Center Drive, Chicago, IL 60693	9/13/2024	\$20,600.00
Syniverse Technologies LLC	Supplier / Vendor	12094 Collections Center Drive, Chicago, IL 60693	10/3/2024	\$20,600.00
Syniverse Technologies LLC Total				\$61,800.00
T Mobile, USA	Supplier / Vendor	P.O. Box 94503, Seattle, WA 98124-6803	7/23/2024	\$18,958,584.00
T Mobile, USA	Supplier / Vendor	P.O. Box 94503, Seattle, WA 98124-6803	8/20/2024	\$56,121,441.61
T Mobile, USA	Supplier / Vendor	P.O. Box 94503, Seattle, WA 98124-6803	10/1/2024	\$17,269,723.08
T Mobile, USA Total				\$92,349,748.69
Grand Total				\$94,755,307.91

SOFA 4 ATTACHMENT
Insider payments or other property transfers (1 year)

Creditor's Name	Reason for Payment or Transfer	Relationship to Debtor	Address	Payment	
				Date	Amount
Highland Partners LLC	Compensation	Former COO	400 Riverboat Row Unit 904, Newport, KY, 41071	3/26/2024	\$285,000.00
Highland Partners LLC Total					\$285,000.00
Paul Greene	Distribution	Shareholder	11565 Old Georgetown Road, Rockville, MD, 20852	1/17/2024	\$7,000,000.00
Paul Greene	Distribution	Shareholder	11565 Old Georgetown Road, Rockville, MD, 20852	6/27/2024	\$10,000,000.00
Paul Greene Total					\$17,000,000.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	10/30/2023	\$6,500.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	11/28/2023	\$6,500.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	12/28/2023	\$6,500.00
Sellman Hoff	Acquisition / Professional Fees ⁽¹⁾	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	1/11/2024	\$14,550,000.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	1/29/2024	\$6,500.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	2/29/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	4/3/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	5/1/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	6/4/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	7/12/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	8/1/2024	\$18,182.00
Sellman Hoff	Professional Fees	Shareholder	The Cooperage 2201 Old Court Road, Baltimore, MD 21208	9/13/2024	\$18,182.00
Sellman Hoff Total					\$14,703,274.00
Steve Levine	Professional Fees	Shareholder	6 Oak Hill Court, Owings Mills, MD 21117	1/31/2024	\$100,000.00
Steve Levine Total					\$100,000.00
Grand Total					\$32,088,274.00

(1) Effective December 31, 2023, Paul Greene, through GFH 1, LLC, purchased the remaining 25% of the issued and outstanding stock of StandUp Wireless for \$14,500,000 from various stockholders, all of which was funded through Sellman Hoff's escrow account. The remaining \$50,000 was paid to Sellman Hoff as a fee.

SOFA 11 ATTACHMENT
Payments related to bankruptcy

Creditor's Name	Reason for Payment or Transfer	Address	Payment	
			Date	Amount
Dundon Advisers LLC	Professional Fees	Ten Bank Street, Suite 1100, White Plains, New York 10606	10/18/2024	\$100,000.00
Dundon Advisers LLC Total				\$100,000.00
Grand Total				\$100,000.00

SOFA 13 ATTACHMENT**Transfers outside the ordinary course of business (2 years)**

Creditor's Name	Reason for Payment or Transfer	Address	Payment	
			Date	Amount
Paul Greene	Distribution	11565 Old Georgetown Road, Rockville, MD, 20852	7/14/2023	\$5,000,000.00
Paul Greene Total				\$5,000,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	6/13/2023	\$9,000,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	6/28/2023	\$1,000,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	6/30/2023	\$2,300,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	7/20/2023	\$2,025,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	8/30/2023	\$3,100,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	9/14/2023	\$3,200,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	9/22/2023	\$1,600,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	9/25/2023	\$200,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	9/25/2023	\$6,700,000.00
X Wireless	Transfer to Affiliate	6100 Executive Blvd Ste 202 Rockville, MD, 20852-3965	9/26/2023	\$1,600,000.00
X Wireless Total				\$30,725,000.00
Grand Total				\$35,725,000.00